

**GOVERNANCE COMMITTEE MEETING MINUTES  
BOARD OF GAME AND INLAND FISHERIES  
4016 WEST BROAD STREET  
RICHMOND, VIRGINIA**

**OCTOBER 18, 2005, 6:00 p.m.**

**PRESENT:** Jimmy Hazel, Chairman, C. Marshall Davison, Thomas A. Stroup, **Director:** Colonel W. Gerald Massengill, **STAFF:** David Whitehurst, Charlie Sledd, Ray Davis, John Moore, Kathy Graham, Lynn Sikora

The meeting was called to order at 6:00 p.m. by Chairman Hazel, and he welcomed Mr. Stroup to the Governance Committee.

Copies of the first draft of a Governance Manual had been distributed to members and senior staff prior to the meeting and they had been requested to review the material for needed edits. Staff noted that the VRS governance manual had been used as a model for the Board's governance manual.

The Committee and staff conducted a page-by-page review of the draft manual and modifications were suggested. The model covers the structure of the Board, how members are appointed, the powers and duties of the Board, the powers and duties of the agency's director, and the powers the Board may delegate to the Director. Additionally, it addresses needed committee structure to conform to Code requirements, sets a schedule for when new Board members must receive appropriate orientation, and discusses appropriate and inappropriate behavior on the part of Board members and agency staff. The proposed manual will set expectations for how the Board conducts its business and interacts with staff, how and when officers of the Board are elected, establish a time frame for annual review of Board policies and guidelines and how the Board should oversee the agency director's performance. The manual also defines a schedule for its review and modifications. Responsibilities are also clearly identified for the Board Chair and Vice-Chair. The vice-chair's role will include insuring that timely orientation is provided for all new members of the Board and that policies of the Board are reviewed annually with assistance from agency staff.

The Committee felt that it might be appropriate to establish a Finance, Audit and Compliance Committee and to address the Motorboat Committee as required by Code. Colonel Massengill raised a concern that currently there is no recognized mechanism for the Board to approve the Director's travel expenditures and he felt strongly that the Finance, Audit and Compliance Committee should develop a procedure to insure such a review. Currently, the Director's travel expense reimbursements are signed by the chief financial officer (CFO), but the Colonel felt that the Director's travel needs to be approved by someone other than a subordinate.

Additionally, the Committee suggested that oversight for the functions of planning and education become the responsibility of a Planning, Education and Outreach Committee, and it suggested

that the Board consider appointing a Legislative Committee that would follow and monitor all introduced legislation affecting the Department. The Committee also discussed the pros and cons of a director/board advisory committee, with no conclusions reached.

The Committee discussed in depth the mechanism by which the Board would elect its officers, with consideration given to both a nominating committee and just noticing the election of officers on the agenda and receiving nominations from the floor. The final outcome was that a nominating committee may be the most effective method for the Board to use to elect its officers. Although there was no firm suggestion, it was felt that new officers would be elected during the June budget meeting and assume their new roles effective July 1.

Some discussion centered on what the final product of the Governance Committee would be called, i.e., a governance manual or by-laws of the Board. No decision was reached, and future discussion is needed.

The proposed manual also covers a code of ethics and standards of conduct for the Board. The Committee agreed that it is imperative that all Board members abide by the requirements of the Conflict of Interest Act and that any gifts received as a result of their position must be declared. All agreed that the requirements of the Conflict of Interest Act was the appropriate guidance tool for the Board regarding accepting and declaring any compensation or gifts received by individual members.

During discussion, staff suggested that the Board may want to revisit the agency's mission statement to include wildlife watching enthusiasts, and staff was requested to investigate the use of video-conferencing to allow Board members unable to physically attend a meeting to participate using available technology.

The next meeting of the Committee is November 8, 2005 at 6:00 p.m.

As there was no further business, the meeting was adjourned by the Chairman at 9:15 p.m.

Respectfully submitted,

Belle Harding  
Recording Secretary